

**STATE OF GEORGIA**  
**Secretary of State**  
**Corporations Division**  
**313 West Tower**  
**2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

**CERTIFICATE OF CONVERSION**

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that articles of conversion have been filed on **05/05/2022** converting

**FRESHOUTT FITNESS LP**  
a Domestic Limited Partnership  
to  
**FRESHOUTT FITNESS LLC**  
a Domestic Limited Liability Company

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid.

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on **05/24/2022**.



*Brad Raffensperger*

Brad Raffensperger  
Secretary of State

OFFICE OF SECRETARY OF STATE

CORPORATIONS DIVISION

2 Martin Luther King Jr. Dr. SE  
Suite 313 West Tower  
Atlanta, Georgia 30334  
(404) 656-2817  
sos.georgia.gov/corporations



Secretary of State

Articles of Organization

Article One

The name of the limited liability company is:

FRESHOUTT FITNESS LLC

Article Two

(Check, and if applicable complete, one of the following)

- The articles of organization shall be effective upon filing with the Secretary of State.
- The articles of organization shall be effective on: \_\_\_\_\_ at \_\_\_\_\_  
(Date) (Time)

[Note: The delayed effective date may not be later than 90 days after the filing date.]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on

05/05/2022

(Date)

DocuSigned by:

Signature

Roderick Mosley

Print Name\*

- Capacity (choose one option only):
- Organizer
  - Member
  - Manager
  - Attorney-in-fact

\* Enter individual's legal name, i.e. first and last name without use of initials or nicknames. Middle names or initials may be included.



Secretary of State

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 sos.ga.gov

**TRANSMITTAL INFORMATION FORM  
GEORGIA LIMITED LIABILITY COMPANY**
**IMPORTANT:** Please provide the entity's primary email address when completing this form.

 Primary Email Address: rodmosley77@gmail.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. \_\_\_\_\_
- 
- LLC Name Reservation Number (If one has been obtained; if articles are being filed without prior reservation, leave this line blank.)

**FRESHOUTT FITNESS LLC**

LLC Name (List exactly as it appears in articles.)

- 2.
- Roderick Mosley**
- 
- Name\* of Person Filing Articles of Organization (Certificate will be emailed to this person at address listed below.)

<b>3700 Leisure Lane</b>	<b>Atlanta</b>	<b>Georgia</b>	<b>30349</b>
Address	City	State	Zip Code

<b>rodmosley77@gmail.com</b>	<b>(404) 660-7555</b>
Filer's Email Address	Telephone Number

- 3.
- 3700 Leisure Lane**
- 
- Principal Office Mailing Address of LLC (Unlike registered office address, this may be a post office box.)

<b>Atlanta</b>	<b>Georgia</b>	<b>30349</b>
City	State	Zip Code

- 4.
- Roderick Mosley**
- 
- Name\* of Registered Agent in Georgia

**3700 Leisure Lane**  
 Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address.)

<b>Atlanta</b>	<b>Fulton</b>	<b>GA</b>	<b>30349</b>
City	County	State	Zip Code

**rodmosley77@gmail.com**  
 Registered Agent's Email Address

5. Name\* and Address of Each Organizer (Attach additional sheets if necessary.)

<b>Roderick Mosley</b>	<b>3700 Leisure Lane</b>	<b>Atlanta</b>	<b>GA</b>	<b>30349</b>
Organizer	Address	City	State	Zip Code

Organizer	Address	City	State	Zip Code
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6. Mail the following items to the Secretary of State at the above address:
- 1) This Transmittal Information Form;
  - 2) The Articles of Organization; and
  - 3) Filing fee of \$110.00 (\$100 filing fee + \$10 paper filing service charge) payable to Secretary of State. Filing fees are non-refundable.

I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.

 DocuSigned by:  

Signature of Authorized Person

**5/5/22**

Date

**Roderick Mosley**

Print Name\*

\* Enter individual's legal name, i.e. first and last name without use of initials or nicknames. Middle names or initials may be included.

## **Certificate of Conversion**

### **Conversion to limited liability company from a limited partnership**

FRESHOUTT FITNESS LP which is registered and formed in Georgia on 8/16/2018 and whose control number is 18132801 is going to do a conversion from an Limited Partnership to a Limited Liability Company to be in effect immediately upon its delivery to the secretary of state of Georgia.

The election to change the business structure to an LLC from an LP has been agreed upon and approved by both partners of the Limited Partnership, of whom are Roderick Mosley and Valenese Brewington. a written operating agreement has been entered into among the persons who will be the members of the limited liability company formed pursuant to such election, the operating agreement will be effective immediately upon the effectiveness of such election, and the operating agreement provides for the manner and basis of such conversion or cancellation. Upon execution of this conversion Valenese Brewington will release her ownership interests in the limited partnership and will not become a member of the LLC. Roderick Mosely will retain 100 % ownership interest and will be the sole member of the LLC resulting from this conversion.

Upon the election becoming effective:

- (1) The electing entity shall become a limited liability company formed under this chapter by such election except that the existence of the limited liability company so formed shall be deemed to have commenced on the date the entity making the election commenced its existence in the jurisdiction in which such entity was first created, formed, incorporated, or otherwise came into being;
- (2) The ownership interests in the entity making the election shall be converted or canceled on the basis stated or referred to in the certificate of conversion in accordance with paragraph (6) of subsection (b) of this Code section;
- (3) The articles of organization filed with the certificate of conversion shall be the articles of organization of the limited liability company formed pursuant to such election unless and until amended in accordance with this chapter;
- (4) The governing documents of the entity making the election shall be of no further force or effect;

(5) The limited liability company formed by such election shall thereupon and thereafter possess all of the rights, privileges, immunities, franchises, and powers of the entity making the election; all property, real, personal, and mixed, all contract rights, and all debts due to such entity, as well as all other choses in action, and each and every other interest of or belonging to or due to the entity making the election shall be taken and deemed to be vested in the limited liability company formed by such election without further act or deed; and the title to any real estate, or any interest therein, vested in the entity making the election shall not revert or be in any way impaired by reason of such election; and none of such items shall be deemed to have been conveyed, transferred, or assigned by reason of such election for any purpose; and

(6) The limited liability company formed by such election shall thereupon and thereafter be responsible and liable for all the liabilities and obligations of the entity making the election, and any claim existing or action or proceeding pending by or against such entity may be prosecuted as if such election had not become effective. Neither the rights of creditors nor any liens upon the property of the entity making such election shall be impaired by such election.

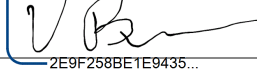
(d) A conversion pursuant to this Code section shall not be deemed to constitute a dissolution of the entity making the election and shall constitute a continuation of the existence of the entity making the election in the form of a limited liability company. A limited liability company formed by an election pursuant to this Code section shall for all purposes be deemed to be the same entity as the entity making such election.

(e) A limited liability company formed by an election pursuant to this Code section may file a copy of such certificate of conversion, certified by the Secretary of State, in the office of the clerk of the superior court of the county where any real property owned by such limited liability company is located and record such certified copy of the certificate of conversion in the books kept by such clerk for recordation of deeds in such county with the entity electing to become a limited liability company indexed as the grantor and the limited liability company indexed as the grantee. No real estate transfer tax under Code Section 48-6-1 shall be due with respect to recordation of such election.

This conversion document has been approved as required by O.G.C.A § 14-11-212(a)

Included and attached with this conversion filing are the new LLC's articles of organization in a form that complies with relevant law and in a form required by Code Section 14-11-204, that set forth a name for the limited liability company that satisfies the requirements of Code Section 14-11-207

DocuSigned by:

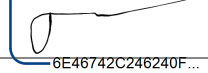


5/19/2022

2E9F258BE1E9435...

Valnese Brewington, General Partner  
134 Summer Drive,  
Sandy Springs, GA, 30328

DocuSigned by:



5/19/2022

6E46742C246240F...

Roderick Mosley, General Partner, Member  
3700 Leisure Lane  
Atlanta, GA, 30349



Secretary of State

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\*Electronically Filed\*  
Secretary of State  
Filing Date: 5/5/2022 8:04:24 PM

**TRANSMITTAL INFORMATION FORM  
BUSINESS CONVERSION**

1. **23174017**

Filing Number

2. **Roderick Mosley**

Name of Person Filing Business Conversion

**3700 Leisure Lane**

Address

**Atlanta**

City

**GA**

State

**30349**

Zip Code

3. Submitted with this filing is a filing fee of \$95.00 payable to "Secretary of State". Filing fees are non-refundable.

I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.

**Roderick Mosley**

Signature of Authorized Person